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*Proposed Attorneys for Debtors  
and Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

Case No. 19-30088 (DM)

**PG&E CORPORATION,**

Chapter 11

**- and -**

(Lead Case)

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

(Jointly Administered)

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas & Electric Company  
☒ Affects both Debtors

**DECLARATION OF JANET LODUCA IN  
SUPPORT OF THE APPLICATION  
PURSUANT TO 11 U.S.C. 327(e) AND  
FED. R. BANKR. P. 2014(a) AND 2016  
FOR ORDER AUTHORIZING THE  
DEBTORS TO RETAIN JENNER &  
BLOCK LLP AS SPECIAL CORPORATE  
DEFENSE COUNSEL *NUNC PRO TUNC*  
TO THE PETITION DATE**

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

1 I, Janet Loduca, hereby declare:

2 I am the Senior Vice President and Acting General Counsel of PG&E Corporation  
3 (together, with Pacific Gas and Electric Company, the “Debtors” or “PG&E”), which maintains  
4 its principal office at 77 Beale Street, San Francisco, California 94177.

5 I submit this Declaration in connection with the application of the Debtors in the above-  
6 captioned chapter 11 cases for an order approving the retention of Jenner & Block LLP (“Jenner  
7 & Block”) as special corporate defense counsel to the Debtors effective as of January 29, 2019.

8 Unless otherwise stated in this Declaration, I have personal knowledge of the facts set  
9 forth herein.

10 **RESPONSE TO U.S. TRUSTEE FEE GUIDELINE QUESTIONS**

11 The following answer the questions in Section D.2 of the Guidelines for Reviewing  
12 Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by  
13 Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013:

14 a. The Debtors obtained confirmation from Jenner & Block that their proposed  
15 hourly rates and material terms of engagement are comparable to Jenner & Block’s  
16 billing rates and terms for Jenner & Block’s nonbankruptcy engagements. Moreover,  
17 based upon my general knowledge of the billing practices of large law firms, I am  
18 comfortable that Jenner & Block’s proposed hourly rates are within the range of  
19 rates charged by comparably skilled professionals.

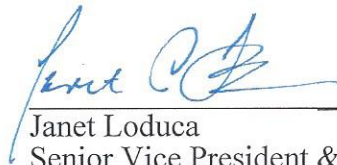
20 b. Due to Jenner & Block’s previous involvement in the matters comprising  
21 the current proposed engagement, the Debtors did not interview any other firms in  
22 connection therewith.

23 c. To supervise Jenner & Block’s fees and expenses and to manage costs,  
24 either I or a senior lawyer in our legal department will review Jenner & Block’s  
25 monthly fee statements and will discuss any appropriate write-offs with Jenner &  
26 Block before the fee statements are filed. In addition, either I or a senior lawyer in  
27 our legal department will discuss and review with Jenner & Block a budget and  
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1 staffing plan in connection with the initial fee application Jenner & Block files.  
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2 I declare under penalty of perjury as provided in 28 U.S.C. § 1746 that the foregoing is  
3 true and correct according to the best of my knowledge, information and belief.

4 Dated: 3/14/19

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7 Janet Loduca

8 Senior Vice President & Acting General Counsel  
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